

RECORDATION NO. 25100 FILED

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WASHINGTON, D.C.

JUL 28 '04 2-23 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

July 28, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Rider #3 to Master Net Lease Agreement, dated as of May 25, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Midwest Railcar Corporation
9876 213th Avenue, NW
Elk River, Minnesota 55330

Lessee: The Kansas City Southern Railway Company
114 West 11th Street
Kansas City, Missouri 64105

A description of the railroad equipment covered by the enclosed document is:

100 railcars: KCS 749400 – KCS 749499

Mr. Vernon A. Williams
July 28, 2004
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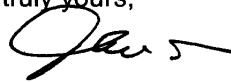
A short summary of the document to appear in the index is:

Memorandum of Rider #3 to Master Net Lease Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

MEMORANDUM OF RIDER #3 TO MASTER NET LEASE AGREEMENT

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

as Lessee

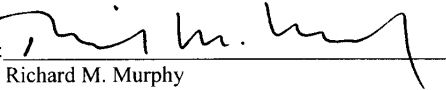
MEMORANDUM OF RIDER #3 TO MASTER NET LEASE AGREEMENT

THIS MEMORANDUM OF RIDER #3 TO MASTER NET LEASE AGREEMENT is effective as of May 25, 2004, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri Corporation ("Lessee"), with reference to the following:

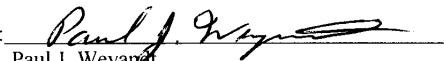
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Rider #3 dated March 18, 2004 between Lessor and Lessee to the Master Net Lease Agreement dated as of June 2, 2003 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Rider #3.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Rider #3 to Master Net Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 
Richard M. Murphy
President & CEO

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: 
Paul J. Weyant
Vice President and Treasurer

STATE OF MN, CITY OF Elk River, TO WIT:

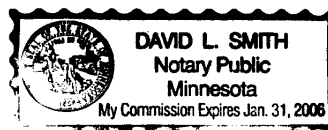
On this 2 day of June, 2004 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on June 2, 2004 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

David L. Smith

Notary Public

[Notarial Seal]

My commission expires: 1-31-06



STATE OF Missouri, CITY OF Kansas City, TO WIT:

On this 28 day of May, 2004 before me appeared, Paul J. Weyandt, to me personally known, who being by me duly sworn, says that he is a V.P. / Treas., of THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri Corporation, that said instrument was signed and sealed on May 28, 2004 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Barbara L. Blevins

Notary Public

[Notary Seal]

My commission expires:

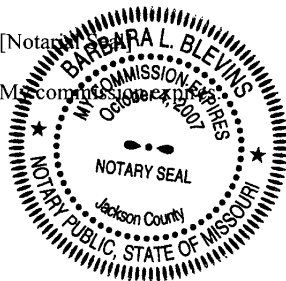


EXHIBIT A - DESCRIPTION OF RAILCARS

Up to One Hundred (100) 50 ft., 6" boxcars with the following reporting marks:

KCS 749400 - 749499, inclusive